

0-264A035

Union Pacific Corporation



Jack E. Jerrett
Senior Corporate Attorney

16744-2
RECORDED BY FILED 1425
SEP 21 1990 10 55 AM

September 21, 1990

BY HAND

Honorable Sidney L. Strickland
Secretary
Interstate Commerce Commission
12th Street and Constitution Ave., N.W.
Washington, D.C. 20423

Re: Locomotive Lease Agreement, Dated December 29, 1989, As Amended, Between Union Pacific Railroad Company and General Electric Company

Dear Mr. Strickland:

Enclosed for filing and recordation under Section 11303 of Title 49 of the United States Code are four (4) executed original counterparts of a Termination of Locomotive Lease Agreement between General Electric Company (the "Lessor") and Union Pacific Railroad Company (the "Lessee"). The primary document to which this is connected is a Locomotive Lease Agreement, dated December 29, 1989 (the "Lease Agreement"), between the Lessor and the Lessee, which was filed with the Commission under Recordation No. 16744.

The names and addresses of the parties to the enclosed Lease Termination are as follows:

Owner-Lessor

General Electric Company
2901 East Lake Road
Erie, PA 16531

Lessee

Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

Shirley J. Woodford

The Lease Termination provides for the termination of the Lease Agreement and the release of any lien or other interest arising thereunder with respect to fifty (50) General Electric Dash 8-40C diesel-electric locomotives with road numbers 9356-9405, inclusive.

I have also enclosed a check for \$15.00 to the order of the Interstate Commerce Commission to cover the fee associated with the filing and recordation of the enclosed Lease Termination. Please time and date stamp three of the enclosed counterparts along with the enclosed extra copy of this letter as proof of filing and recordation of the enclosed documents and return the same to me in the enclosed self-addressed stamped envelope.

Sincerely,

A handwritten signature in cursive script, appearing to read "J. L. Jenett".

JEJ:nr
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

9/21/90

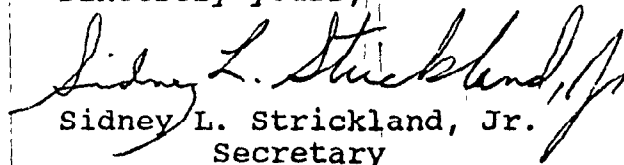
OFFICE OF THE SECRETARY

Jack E. Jerrett
Senior Corporate Attorney
Union Pacific Corporation
Martin Tower
Eighth & Eaton Avenue
Bethlehem, PA. 18018

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/21/90 at 10:55am, and assigned recordation number(s). 16744-D

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 16744-12 FILED 1990

SEP 21 1990 - 10 55 AM

Termination of
Locomotive Lease Agreement

This Termination of Locomotive Lease Agreement (the "Termination") is made as of the 21st day of September, 1990 between Union Pacific Railroad Company, a Utah corporation (the "Lessee"), and General Electric Company, a New York corporation (the "Lessor").

WHEREAS, pursuant to a Locomotive Lease Agreement, dated December 29, 1989, as amended (the "Lease Agreement"), Lessee has leased from the Lessor fifty (50) Diesel 8-40C diesel electric locomotives which are more particularly described in Schedule A hereto (the "Locomotives"); and

WHEREAS, pursuant to the Union Pacific Railroad Multi-Year Locomotive Proposal, dated July 8, 1988, as amended by the Purchase Agreement, dated December 29, 1989 (the "Purchase Agreement"), between the Lessee and Lessor, the Lessee has agreed to purchase and the Lessor has agreed to sell the Locomotives upon the termination of the Lease Agreement.

NOW, THEREFORE, in consideration of the mutual promises herein contained, the parties hereto agree as follows:

1. The Lease Agreement is hereby terminated as of the date hereof.
2. The parties agree that any lien or other interest in the Locomotives created by or arising under the Lease Agreement is hereby released and cancelled.

3. This Termination may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which shall together constitute but one and the same instrument.

ATTEST:

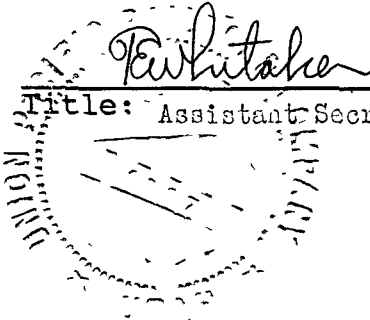
Title:

GENERAL ELECTRIC COMPANY

By: _____

Title: _____

ATTEST:



Title: Assistant Secretary

UNION PACIFIC RAILROAD COMPANY

By: John A. Hanson

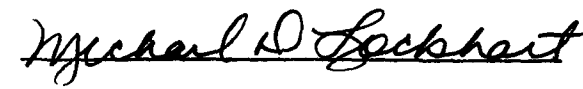
Title: Assistant Treasurer

3. This Termination may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which shall together constitute but one and the same instrument.

ATTEST:


Title: Attesting Secretary

GENERAL ELECTRIC COMPANY

By: 
Title: Vice President, Transportation Systems

ATTEST:

Title:

UNION PACIFIC RAILROAD COMPANY

By: _____
Title: _____

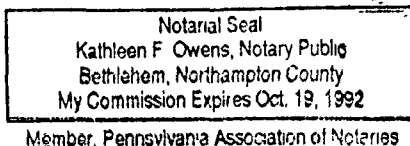
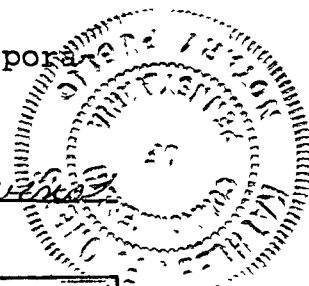
SCHEDULE A

<u>Number of Units</u>	<u>Description of Equipment</u>	<u>Road Numbers</u>
(50)	Dash 8 - 40C Diesel Electric Locomotives	9356-9405, inclusive

State of Pennsylvania) ss.
County of Lehigh)

On this 21st day of September, 1990 before me personally appeared John B. Larsen, to me personally known, who, being by me duly sworn, did say that he is Asst. Treasurer of Union Pacific Railroad Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Kathleen F. Owens
Notary Public



State of _____) ss.
County of _____)

On this ____ day of _____, 1990 before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he is _____ of General Electric Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Notary Public

State of _____) ss.
County of _____)

On this ____ day of _____, 1990 before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he is _____ of Union Pacific Railroad Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Notary Public

State of Pennsylvania) ss.
County of Erie)

On this 19th day of September, 1990 before me personally appeared Michael D. Lockhart, to me personally known, who, being by me duly sworn, did say that he is Vice President of General Electric Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.


Notary Public

NOTARIAL SEAL
BETTY A. MANUCCI, NOTARY PUBLIC
LAWRENCE PARK TWP., ERIE COUNTY
MY COMMISSION EXPIRES JAN 14, 1991

Member, Pennsylvania Association of Notaries